

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

FTX TRADING LTD., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 22-11068 (JTD)

(Jointly Administered)

**Obj. Deadline: March 6, 2023 at 4:00 p.m. ET**

**SECOND MONTHLY FEE STATEMENT OF SULLIVAN & CROMWELL LLP AS  
COUNSEL TO THE DEBTORS AND DEBTORS-IN-POSSESSION FOR  
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD  
FROM DECEMBER 1, 2022 THROUGH AND INCLUDING DECEMBER 31, 2022**

<b>Name of Applicant</b>	<b>Sullivan &amp; Cromwell LLP</b>
Authorized to Provide Professional Services to:	Debtors and Debtors-in-Possession
Date of Retention:	January 20, 2023 <i>nunc pro tunc</i> to November 11, 2022
Period for which compensation and reimbursement is sought:	December 1, 2022 through December 31, 2022
Amount of Compensation sought as actual, reasonable and necessary:	\$15,407,509.50
80% of Compensation sought as actual, reasonable and necessary:	\$12,326,007.60
Amount of Expense Reimbursement sought as actual, reasonable, and necessary:	\$134,311.31

This is a(n) ☒ monthly \_\_\_\_ interim \_\_\_\_ final application. No prior application has been filed with respect to this Fee Period.

<sup>1</sup> The last four digits of FTX Trading Ltd.'s and Alameda Research LLC's tax identification number are 3288 and 4063 respectively. Due to the large number of debtor entities in these Chapter 11 Cases, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' claims and noticing agent at <https://cases.ra.kroll.com/FTX>.

**PRIOR MONTHLY FEE STATEMENTS FILED**

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
02/07/2023	11/12/2022-11/30/2022	\$9,529,535.50	\$105,053.32	N/A	N/A

**SUMMARY OF BILLING BY PROFESSIONAL  
DECEMBER 1, 2022 THROUGH AND INCLUDING DECEMBER 31, 2022**

Timekeeper Name	Position	Year of Admission	Year of Law School Graduation	Hourly Rate	Total Hours Billed	Total Compensation
Ansari, Mehdi	Partner	2009	2008	\$2,165.00	12.60	\$27,279.00
Bander, Jeannette E.	Partner	2012	2011	\$2,030.00	18.70	\$37,961.00
Beatty, Chris	Partner	2005	2004	\$2,165.00	0.50	\$1,082.50
Birke, Max	Partner	2000	1999	\$2,165.00	6.50	\$14,072.50
Bromley, James L.	Partner	1990	1989	\$1,083.00**	5.50	\$5,956.50
Bromley, James L.	Partner	1990	1989	\$2,165.00	204.90	\$443,608.50
Cohen, Audra D.	Partner	1993	1992	\$2,165.00	150.90	\$326,698.50
Croke, Jacob M.	Partner	2011	2010	\$2,135.00	255.50	\$545,492.50
de Vito Piscicelli, Oderisio	Partner	1998	1997	\$2,165.00	55.30	\$119,724.50
Dietderich, Andrew G.	Partner	1997	1995	\$1,083.00**	6.50	\$7,039.50
Dietderich, Andrew G.	Partner	1997	1995	\$2,165.00	215.70	\$466,990.50
Dunne, Christopher J.	Partner	2006	2005	\$2,165.00	114.60	\$248,109.00
Ehrenberg, Stephen	Partner	2003	2002	\$2,165.00	74.50	\$161,292.50
Eitel, Mitchell S.	Partner	1988	1987	\$1,083.00**	7.00	\$7,581.00
Eitel, Mitchell S.	Partner	1988	1987	\$2,165.00	30.60	\$66,249.00
Finn, Andrew J.	Partner	2009	2008	\$2,165.00	0.30	\$649.50
Friedlander, Nicole	Partner	2002	2001	\$2,165.00	166.10	\$359,606.50
Gilberg, David J.	Partner	1981	1981	\$2,165.00	12.70	\$27,495.50
Glueckstein, Brian D.	Partner	2004	2003	\$2,165.00	342.20	\$740,863.00
Hamilton, Brian E.	Partner	1999	1998	\$2,165.00	21.00	\$45,465.00
Hariton, David P.	Partner	1986	1985	\$2,165.00	76.50	\$165,622.50
Hatano, Keiji	Partner	2000	2000	\$2,165.00	42.80	\$92,662.00
Hochberg, Jeffrey D.	Partner	1996	1995	\$2,165.00	1.80	\$3,897.00
Howard, Christopher J.	Partner	2000	1991	\$2,165.00	55.50	\$120,157.50
Jones Jr., Waldo D.	Partner	1991	1990	\$2,165.00	0.40	\$866.00
Jones, Craig	Partner	1996	1996	\$2,165.00	8.10	\$17,536.50
Levin, Sharon Cohen	Partner	1985	1985	\$2,165.00	12.10	\$26,196.50
Lewis, Anthony J.	Partner	2004	2003	\$2,135.00	216.00	\$461,160.00
Lloyd, Colin D.	Partner	2008	2007	\$2,165.00	4.30	\$9,309.50
Lloyd, Jameson S.	Partner	2014	2013	\$1,595.00	10.40	\$16,588.00
McArthur, Kathleen S.	Partner	2008	2007	\$2,165.00	25.10	\$54,341.50
McDonald, James M.	Partner	2008	2007	\$2,165.00	100.70	\$218,015.50
Menillo, Nicholas F.	Partner	2013	2012	\$1,850.00	132.10	\$244,385.00
Ng, Kay Ian	Partner	1992	1992	\$2,165.00	1.00	\$2,165.00

Timekeeper Name	Position	Year of Admission	Year of Law School Graduation	Hourly Rate	Total Hours Billed	Total Compensation
Ostrager, Ann-Elizabeth	Partner	2011	2009	\$2,165.00	0.20	\$433.00
Peikin, Steven R.	Partner	1992	1991	\$1,083.00**	9.50	\$10,288.50
Peikin, Steven R.	Partner	1992	1991	\$2,165.00	58.50	\$126,652.50
Porpora, Matthew J.	Partner	2006	2005	\$2,165.00	48.50	\$105,002.50
Salley, Stephen M.	Partner	2010	2009	\$2,165.00	6.00	\$12,990.00
Schlein, Robert M.	Partner	1993	1992	\$2,165.00	2.20	\$4,763.00
Shields, Kamil R.	Partner	2010	2006	\$2,135.00	14.20	\$30,317.00
Simmons, Rebecca J.	Partner	1992	2019	\$2,165.00	0.30	\$649.50
Simpson, Evan S.	Partner	2011	2010	\$2,135.00	149.90	\$320,036.50
Tomaino Jr., Michael T.	Partner	1990	1989	\$2,165.00	0.60	\$1,299.00
Wertheim, Frederick	Partner	1988	1987	\$2,165.00	4.30	\$9,309.50
Wheeler, Stephanie G.	Partner	1994	1993	\$2,165.00	164.60	\$356,359.00
Woodall III, Samuel R.	Partner	2001	2001	\$2,165.00	58.60	\$126,869.00
<b>Partner Total</b>					<b>2,905.80</b>	<b>\$6,191,088.00</b>
Berkeley, Nick R.C.	Special Counsel	2003	2000	\$1,595.00	5.20	\$8,294.00
Harsch, Bradley A.	Special Counsel	1998	1998	\$1,790.00	7.50	\$13,425.00
Kranzley, Alexa J.	Special Counsel	2009	2008	\$1,855.00	219.00	\$406,245.00
Logan, Ryan P.	Special Counsel	2007	2007	\$1,790.00	19.10	\$34,189.00
Mehta, Nirav N.	Special Counsel	2012	2011	\$1,825.00	29.30	\$53,472.50
Sedlak, Jonathan M.	Special Counsel	2005	2004	\$1,575.00	37.70	\$59,377.50
Smith, Bradley P.	Special Counsel	1998	1997	\$1,790.00	0.40	\$716.00
Sutton, Jennifer L.	Special Counsel	2004	2004	\$1,790.00	182.60	\$326,854.00
Wagener, William H.	Special Counsel	2004	2003	\$1,575.00	64.20	\$101,115.00
Yeargan, Shane R.	Special Counsel	2014	2013	\$1,575.00	89.20	\$140,490.00
<b>Special Counsel Total</b>					<b>654.20</b>	<b>\$1,144,178.00</b>
Carrier, Rita M.	Practice Area Associate	1984	1984	\$1,365.00	4.00	\$5,460.00
DeMarco, Raffaele A.	Practice Area Associate	2003	2002	\$1,000.00	2.50	\$2,500.00
Xiang, Shihui	Practice Area Associate	2020	2019	\$810.00	29.90	\$24,219.00
Barnes, Grier E.	Associate	2022	2021	\$960.00	67.40	\$64,704.00
Beller, Benjamin S.	Associate	2014	2013	\$1,475.00	54.00	\$79,650.00
Bennett, Mark C.	Associate	2018	2017	\$1,395.00	84.10	\$117,319.50
Bortner, Dolan D.	Associate	in process	2022	\$775.00	5.80	\$4,495.00
Brod, Andrew B.	Associate	in process	2022	\$775.00	65.00	\$50,375.00
Chen, Linda Yao	Associate	2021	2020	\$1,205.00	45.90	\$55,309.50
Choi, Hester	Associate	in process	2022	\$775.00	2.20	\$1,705.00
Cohen, Connor S.	Associate	in process	2022	\$775.00	7.90	\$6,122.50
Costello, Dermot P.	Associate	2020	2020	\$1,205.00	0.70	\$843.50
Courroy, Arthur D.	Associate	in process	2022	\$775.00	24.10	\$18,677.50
Donnelly, Kathleen T.	Associate	2019	2018	\$1,365.00	217.30	\$296,614.50
Downing, Emma C.	Associate	in process	2022	\$775.00	223.70	\$173,367.50
Eze, Ugonna	Associate	2022	2021	\$960.00	80.00	\$76,800.00
Ferdinandi, Federico	Associate	2021	2019	\$1,310.00	23.10	\$30,261.00
Flegenheimer, Zoeth M.	Associate	2019	2018	\$1,365.00	179.10	\$244,471.50

Timekeeper Name	Position	Year of Admission	Year of Law School Graduation	Hourly Rate	Total Hours Billed	Total Compensation
Foote, Isaac S.	Associate	in process	2022	\$775.00	126.00	\$97,650.00
Friedman, Mitchell N.	Associate	2019	2018	\$1,365.00	63.70	\$86,950.50
Fulton, Sean P.	Associate	2016	2016	\$1,440.00	145.00	\$208,800.00
Gallant, Jason W.	Associate	2022	2021	\$960.00	40.90	\$39,264.00
Gambino, Dominick T.	Associate	in process	2022	\$775.00	31.00	\$24,025.00
Handelsman, Dylan M.	Associate	2019	2018	\$1,365.00	142.20	\$194,103.00
Hill, Tyler W.	Associate	2017	2016	\$1,440.00	35.50	\$51,120.00
Hills, Natalie A.	Associate	in process	2022	\$775.00	86.40	\$66,960.00
Hisarli, M. Devin	Associate	in process	2022	\$775.00	68.90	\$53,397.50
Hodges, Christian T.	Associate	in process	2022	\$775.00	60.90	\$47,197.50
Holland, Alexander S.	Associate	2021	2020	\$1,205.00	93.80	\$113,029.00
House, Margaret S.	Associate	2022	2022	\$775.00	90.30	\$69,982.50
Jensen, Christian P.	Associate	2016	2015	\$1,475.00	119.80	\$176,705.00
Kateman, Hana K.	Associate	in process	2022	\$775.00	6.20	\$4,805.00
Kerin, Meaghan Chas	Associate	2019	2018	\$1,365.00	85.50	\$116,707.50
Kim, HyunKyu	Associate	2022	2020	\$1,205.00	11.00	\$13,255.00
Lavin, Phoebe A.	Associate	in process	2022	\$775.00	64.80	\$50,220.00
Lee, Jinny	Associate	in process	2022	\$775.00	74.50	\$57,737.50
Lee, Patrick D.	Associate	in process	2022	\$775.00	91.10	\$70,602.50
Levin, Elizabeth D.	Associate	2021	2020	\$1,205.00	8.60	\$10,363.00
Levin, Lana V.	Associate	in process	2022	\$775.00	0.40	\$310.00
Levine, Aaron M.	Associate	2018	2017	\$1,395.00	12.40	\$17,298.00
Ljustina, Jessica	Associate	2022	2021	\$960.00	146.60	\$140,736.00
Loh, Esther L.S.	Associate	in process	2022	\$775.00	67.80	\$52,545.00
Long, Sarah Remmer	Associate	2015	2014	\$1,475.00	1.90	\$2,802.50
Lu, Robert C.	Associate	2023	2022	\$775.00	18.80	\$14,570.00
Luu, Nam	Associate	2022	2022	\$775.00	40.30	\$31,232.50
MacDonald, Jeffrey W.	Associate	2018	2017	\$1,395.00	116.80	\$162,936.00
Mark, Colin A.	Associate	in process	2022	\$775.00	86.70	\$67,192.50
Masoudi, Yasmin	Associate	in process	2022	\$775.00	4.00	\$3,100.00
Masters, Hannah L.	Associate	2022	2021	\$960.00	38.80	\$37,248.00
Materni, Michele C.	Associate	2017	2016	\$1,440.00	160.80	\$231,552.00
Mayberry, Keila M.	Associate	2023	2022	\$775.00	127.60	\$98,890.00
Mehta, Suniti N.	Associate	2014	2013	\$1,475.00	23.00	\$33,925.00
Millet, Tatum E.	Associate	in process	2022	\$775.00	89.10	\$69,052.50
Mishkin, Sarah H.	Associate	2019	2018	\$1,365.00	61.70	\$84,220.50
O'Hara, Daniel P.	Associate	2021	2020	\$1,205.00	189.30	\$228,106.50
Orr, Justin R.	Associate	2014	2014	\$1,475.00	25.50	\$37,612.50
Pacia, Gabrielle N.	Associate	2021	2020	\$1,205.00	145.40	\$175,207.00
Paranyuk, Julia E.	Associate	2023	2021	\$960.00	26.70	\$25,632.00
Petiford, Julie G.	Associate	2018	2017	\$1,395.00	175.50	\$244,822.50
Piazza, Walter	Associate	2021	2018	\$1,310.00	2.70	\$3,537.00
Plamondon, Marie-Ève	Associate	in process	2019	\$1,310.00	32.30	\$42,313.00
Profeta, Stephen J.	Associate	2022	2021	\$960.00	3.60	\$3,456.00
Rosenfeld, Jared H.	Associate	2019	2018	\$1,365.00	165.80	\$226,317.00
Rosenthal, Samantha B.	Associate	2022	2020	\$1,205.00	234.30	\$282,331.50

Timekeeper Name	Position	Year of Admission	Year of Law School Graduation	Hourly Rate	Total Hours Billed	Total Compensation
Ross, Luke W.	Associate	in process	2022	\$775.00	106.10	\$82,227.50
Ruan, Ting	Associate	in process	2022	\$775.00	43.10	\$33,402.50
Sadat, Medina M.	Associate	2021	2020	\$1,205.00	54.80	\$66,034.00
Saravalle, Edoardo	Associate	in process	2022	\$775.00	23.50	\$18,212.50
Scales, Manon T.	Associate	2016	2016	\$1,440.00	34.30	\$49,392.00
Scheffer, William M.	Associate	2023	2022	\$388.00**	7.00	\$2,716.00
Scheffer, William M.	Associate	2023	2022	\$775.00	142.40	\$110,360.00
Schutt, Robert P.	Associate	in process	2022	\$775.00	107.60	\$83,390.00
Shehada, Emile R.	Associate	in process	2022	\$775.00	114.70	\$88,892.50
Simpson, James G.	Associate	2017	2016	\$1,440.00	22.00	\$31,680.00
Stern, Corey J.	Associate	in process	2022	\$775.00	58.00	\$44,950.00
Strand, Matthew L.	Associate	2020	2020	\$1,205.00	134.00	\$161,470.00
Tokatlioglu, Melike	Associate	2022	2020	\$1,205.00	0.50	\$602.50
Toobin, Adam J.	Associate	in process	2022	\$775.00	117.30	\$90,907.50
Uller, Frederik K.	Associate	2015	2013	\$1,395.00	0.50	\$697.50
Van Allen, Leanne M.	Associate	2022	2021	\$960.00	44.60	\$42,816.00
Vickers, Michelle A.	Associate	2015	2015	\$1,475.00	9.10	\$13,422.50
Weinberg Crocco, Fabio	Associate	2017	2016	\$1,395.00	53.30	\$74,353.50
Weldon, Christopher M.	Associate	2018	2017	\$1,395.00	66.70	\$93,046.50
Wiltse, Aaron J.	Associate	2018	2017	\$1,395.00	79.20	\$110,484.00
Wu, Mimi	Associate	2016	2015	\$1,475.00	125.50	\$185,112.50
Zhang, Naiquan	Associate	in process	2022	\$775.00	19.40	\$15,035.00
Zhao, Lilian	Associate	in process	2022	\$775.00	13.20	\$10,230.00
Zhu, Angela	Associate	2021	2020	\$1,205.00	3.00	\$3,615.00
Zonenshayn, Benjamin	Associate	in process	2022	\$775.00	66.30	\$51,382.50
Abril-Martorell García, Joaquín	Visiting Lawyer	2018	2018	\$775.00	12.00	\$9,300.00
Baek, Seungdong	Visiting Lawyer	2016	2016	\$775.00	11.80	\$9,145.00
Zhao, Jiawei	Visiting Lawyer	2016	2015	\$775.00	11.00	\$8,525.00
Chia, Vanessa	Trainee Solicitor	in process	2021	\$550.00	34.00	\$18,700.00
Necula, Gabriela	Trainee Solicitor	in process	2021	\$550.00	19.90	\$10,945.00
<b>Associate Total</b>					<b>6,095.40</b>	<b>\$6,643,762.00</b>
<b>Lawyers Total</b>					<b>9,655.40</b>	<b>\$13,979,028.00</b>
Atamian, Stepan G.	Paralegal			\$425.00	5.90	\$2,507.50
Capen, Ella S.	Paralegal			\$0.00*	55.90	\$0.00
Capen, Ella S.	Paralegal			\$530.00	1.00	\$530.00
Chen, Sophia	Paralegal			\$0.00*	103.10	\$0.00
Chen, Sophia	Paralegal			\$595.00	29.70	\$17,671.50
Chiu, Jeffrey H.	Paralegal			\$595.00	10.30	\$6,128.50
Eigen, Jeffrey G.	Paralegal			\$595.00	6.00	\$3,570.00
Gulick, Lydia S.	Paralegal			\$530.00	8.00	\$4,240.00
Katz, Jason S.	Paralegal			\$0.00*	0.60	\$0.00
Katz, Jason S.	Paralegal			\$530.00	0.80	\$424.00
Kim, Scott J.	Paralegal			\$595.00	4.60	\$2,737.00
Kohata, Michiko	Paralegal			\$595.00	1.90	\$1,130.50
Nguyen, Bach-Yen T.	Paralegal			\$595.00	5.90	\$3,510.50

Timekeeper Name	Position	Year of Admission	Year of Law School Graduation	Hourly Rate	Total Hours Billed	Total Compensation
Ontiveros, Virginia E.	Paralegal			\$0.00*	116.70	\$0.00
Peay, Austin R.	Paralegal			\$425.00	9.00	\$3,825.00
Rosario, Dario A.	Paralegal			\$595.00	7.80	\$4,641.00
Schlossberg, Harrison	Paralegal			\$0.00*	87.70	\$0.00
Schlossberg, Harrison	Paralegal			\$425.00	23.30	\$9,902.50
Smusz, Nicholas	Paralegal			\$0.00*	46.80	\$0.00
Stalick, Eleanor G.	Paralegal			\$530.00	2.20	\$1,166.00
Vasylyk, Natalia	Paralegal			\$0.00*	52.60	\$0.00
West, Molly E.	Paralegal			\$425.00	3.60	\$1,530.00
Zhukovsky, Hannah S.	Paralegal			\$530.00	13.90	\$7,367.00
Abad, Bonifacio J.	Legal Analyst - Litigation			\$595.00	132.30	\$78,718.50
Ahmed, Fareed	Legal Analyst - Litigation			\$595.00	55.30	\$32,903.50
Arebamen, Ehi G.	Legal Analyst - Litigation			\$595.00	208.20	\$123,879.00
Baskerville, Phillip L.	Legal Analyst - Litigation			\$595.00	17.10	\$10,174.50
Dilone, Jenna	Legal Analyst - Litigation			\$595.00	112.10	\$66,699.50
Edwards, LaToya C.	Legal Analyst - Litigation			\$595.00	136.20	\$81,039.00
Flynn, Camille A.	Legal Analyst - Litigation			\$595.00	161.10	\$95,854.50
Fukui, Terry M.	Legal Analyst - Litigation			\$0.00*	54.80	\$0.00
Harris-Cox, Dawn A.	Legal Analyst - Litigation			\$595.00	145.20	\$86,394.00
Hazard, Joshua M.	Legal Analyst - Litigation			\$595.00	165.30	\$98,353.50
Hewitson, Sally	Legal Analyst - Litigation			\$595.00	131.90	\$78,480.50
Isacoff, Nicole I.	Legal Analyst - Litigation			\$595.00	84.20	\$50,099.00
Jordan, Frank A.	Legal Analyst - Litigation			\$595.00	214.30	\$127,508.50
Perry, Robin	Legal Analyst - Litigation			\$595.00	230.40	\$137,088.00
Ragnanan, Nicolette S.	Legal Analyst - Litigation			\$595.00	95.30	\$56,703.50
Samuel, Dawn C.	Legal Analyst - Litigation			\$595.00	137.20	\$81,634.00
Zhong, Shan	Legal Analyst - Litigation			\$0.00*	64.20	\$0.00
Zhong, Shan	Legal Analyst - Litigation			\$595.00	0.10	\$59.50

<b>Timekeeper Name</b>	<b>Position</b>	<b>Year of Admission</b>	<b>Year of Law School Graduation</b>	<b>Hourly Rate</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
McMahon, Mary R.	Legal Analyst - Discovery			\$595.00	96.10	\$57,179.50
Dooley, Stephen P.	Electronic Discovery			\$550.00	6.70	\$3,685.00
Fanning, Carrie R.	Electronic Discovery			\$550.00	10.40	\$5,720.00
Gilday, Joseph F.	Electronic Discovery			\$550.00	64.10	\$35,255.00
Newman, Eric M.	Electronic Discovery			\$550.00	48.80	\$26,840.00
Sheikh, Faisal M.	Electronic Discovery			\$550.00	7.50	\$4,125.00
Walther, Wayne M.	Electronic Discovery			\$490.00	5.30	\$2,597.00
Wolowski, Nicholas D.	Electronic Discovery			\$550.00	9.80	\$5,390.00
Yim, Eileen Y. L.	Electronic Discovery			\$550.00	20.40	\$11,220.00
<b>Non Legal Personnel Total</b>					<b>3,011.60</b>	<b>\$1,428,481.50</b>
<b>GRAND TOTAL</b>					<b>12,667.00</b>	<b>\$15,407,509.50</b>

\* Zero rate appears wherever no fee was charged for work.

\*\*50% rate appears where time is charged for non-working travel.

**Blended Hourly Rate: \$1,216.35**

**STATEMENT OF FEES BY PROJECT CATEGORY**  
**DECEMBER 1, 2022 THROUGH AND INCLUDING DECEMBER 31, 2022<sup>2</sup>**

<b>Project Name</b>	<b>Hours</b>	<b>Fee Amount</b>
ASSET ANALYSIS AND RECOVERY	812.30	\$1,365,893.50
ASSET DISPOSITION	1,598.80	\$2,059,594.50
ASSUMPTION AND REJECTION OF LEASES AND CONTRACTS	145.40	\$157,640.00
AVOIDANCE ACTION ANALYSIS	18.30	\$34,761.50
BUSINESS OPERATIONS	120.60	\$165,534.50
CASE ADMINISTRATION	106.40	\$197,557.50
CLAIMS ADMINISTRATION AND OBJECTIONS	-	\$0.00
CORPORATE GOVERNANCE AND BOARD MATTERS	338.40	\$513,982.50
EMPLOYEE BENEFITS AND PENSIONS	66.40	\$93,657.00
EMPLOYMENT AND FEE APPLICATIONS (S&C)	125.10	\$191,461.50
EMPLOYMENT AND FEE APPLICATIONS (OTHERS)	180.50	\$217,080.50
FINANCING AND CASH COLLATERAL	-	\$0.00
OTHER LITIGATION	103.90	\$123,594.00
MEETINGS AND COMMUNICATIONS WITH CREDITORS	111.90	\$185,100.00
NON-WORKING TRAVEL	35.50	\$33,581.50
PLAN AND DISCLOSURE STATEMENT	-	\$0.00
RELIEF FROM STAY AND ADEQUATE PROTECTION	36.50	\$58,395.50
TAX	106.50	\$211,443.00
VALUATION	-	\$0.00
DISCOVERY	3,573.50	\$3,006,734.00
HEARINGS	44.40	\$93,123.50
FIRST AND SECOND DAY MOTIONS	398.40	\$516,264.00
CLAIMS INVESTIGATION	50.20	\$77,280.50
GENERAL INVESTIGATION	1,812.00	\$2,629,784.50
SCHEDULES, SOFAS AND REPORTING	11.40	\$20,063.50
OTHER MOTIONS/APPLICATIONS	52.10	\$87,963.50
TIME ENTRY REVIEW	582.40	\$0.00
BUDGETING	1.00	\$2,165.00
GENERAL REGULATORY	484.80	\$730,872.00
BAHAMAS MATTERS	478.50	\$779,626.00
FOREIGN DEBTOR MATTERS	453.60	\$736,518.00
COORDINATION WITH FOREIGN PROCEDURES	158.50	\$303,186.50
COORDINATION IN OTHER BANKRUPTCIES	659.70	\$814,651.50
<b>TOTAL</b>	<b>12,667.00</b>	<b>\$15,407,509.50</b>

<sup>2</sup> The subject matter of certain time entries may be appropriate for more than one project category. In such instances, time entries generally have been included in the most appropriate category. Time entries do not appear in more than one category.

**SUMMARY OF ACTUAL AND NECESSARY EXPENSES**

<b>Disbursement Summary</b>		
<b>Expense Category</b>	<b>Service Provider,<sup>3</sup> if Applicable</b>	<b>Amount</b>
Repro - B&W Copies		\$402.60
Repro - Color Copies		\$2,486.80
Delivery/Courier		\$456.96
Local Transportation		\$12,924.96
Travel and Expenses		\$7,725.51
Conference Room Dining		\$8,459.04
Meals - Overtime		\$2,942.33
Filing Fees		\$97,328.00
Outside Professional Services	TSG Reporting, Inc. and Millnet Document Services	\$968.87
Case Storage		\$616.24
<b>TOTAL</b>		<b>\$134,311.31</b>

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<sup>3</sup> Sullivan & Cromwell LLP may use one or more service providers. The service providers identified herein are the primary service providers for the categories described.

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

FTX TRADING LTD., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 22-11068 (JTD)

(Jointly Administered)

**SECOND MONTHLY FEE STATEMENT OF SULLIVAN & CROMWELL LLP AS  
COUNSEL TO THE DEBTORS AND DEBTORS-IN-POSSESSION FOR  
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD  
FROM DECEMBER 1, 2022 THROUGH AND INCLUDING DECEMBER 31, 2022**

Sullivan & Cromwell LLP (“S&C”), counsel to FTX Trading Ltd. and its affiliated debtors and debtors-in-possession in the above-captioned cases (collectively, the “Debtors”), hereby submits this second monthly fee statement (this “Monthly Fee Statement”) for compensation for professional services rendered and expenses incurred for the period from December 1, 2022 through and including December 31, 2022 (the “Fee Period”). In support of the Monthly Fee Statement, S&C respectfully states as follows:

**Background**

1. On November 11 and November 14, 2022,<sup>2</sup> the Debtors filed with the United States Bankruptcy Court for the District of Delaware (the “Court”) voluntary petitions for relief under title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (as amended or modified, the “Bankruptcy Code”). The Debtors continue to operate their businesses and manage their

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<sup>1</sup> The last four digits of FTX Trading Ltd.’s and Alameda Research LLC’s tax identification number are 3288 and 4063 respectively. Due to the large number of debtor entities in these Chapter 11 Cases, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at <https://cases.ra.kroll.com/FTX>.

<sup>2</sup> November 11, 2022 is the petition date for all Debtors, except for Debtor West Realm Shires Inc.

properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. Joint administration of the Debtors' cases (the "Chapter 11 Cases") was authorized by the Court by entry of an order on November 22, 2022 [D.I. 128]. On December 15, 2022, the Office of the United States Trustee for the District of Delaware (the "U.S. Trustee") appointed an Official Committee of Unsecured Creditors (the "Committee") pursuant to section 1102 of the Bankruptcy Code [D.I. 231].

2. On January 9, 2023, the Court entered the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [D.I. 435] (the "Interim Compensation Order").

3. On January 20, 2023 the Court entered the *Order Authorizing the Retention and Employment of Sullivan & Cromwell LLP as Counsel to the Debtors and Debtors-in-Possession Nunc Pro Tunc to the Petition Date* [D.I. 553] authorizing the retention and employment of S&C as the Debtors' counsel, *nunc pro tunc* to November 11, 2022.

### **Relief Requested**

4. By this Monthly Fee Statement and in accordance with the Interim Compensation Order, S&C makes this application for (i) allowance of compensation as an administrative expense of the Debtors' estates in the amount of \$15,407,509.50 for reasonable and necessary professional services rendered, (ii) payment of compensation in the amount of 80% thereof (in the amount of \$12,326,007.60) and (iii) payment of \$134,311.31 for actual and necessary expenses incurred.

#### **a. Compensation Requested**

5. The services performed by S&C during the Fee Period represent one of the most complicated, multi-disciplinary exercises by any law firm in any area of law. S&C's work included assistance with:

- the collection and organization of a voluminous corporate records across various traditional and non-traditional media of communications, the collection of materials for discovery, and thousands of hours coordinating responses to governmental and regulatory authorities, including testimony before the Financial Services Committee of the U.S. House of Representatives and information requests from the Financial Services Committee, the SEC, the CFTC, the Department of Justice and numerous State and foreign authorities;
- the provision of information to, and cooperation with requests by, global law enforcement in connection with pending criminal investigations and prosecutions, contributing to the indictment of Samuel Bankman-Fried and the pleas of Caroline Ellison and Gary Wang;
- identification of over \$5 billion of liquid assets of the Debtors, many of which were frozen by custodians and/or held in the names of third parties to disguise ownership by the Debtors;
- the representation of the Debtors in four other large cryptocurrency chapter 11 cases—Voyager Digital, Celsius Networks, BlockFi and Genesis Digital;
- the integration of the Official Committee of Creditors into the cases, the provision of information and establishment of a constructive working relationship;
- the commencement of a task force to consider long-term options for the FTX exchanges and related technology;
- the request for approval of bidding procedures and launch of four M&A processes for different operating businesses; and
- the preparation of ‘second day’ motions and the negotiation of the requested relief with stakeholders, resulting largely in consensual proceedings before the Court despite the complexity of the subject matter of these Chapter 11 Cases and the number of affected stakeholders.

Attached hereto as Exhibit A is a detailed itemization, by project category, of all services performed by S&C with respect to the Chapter 11 Cases during the Fee Period. This detailed itemization complies with Local Rule 2016-2 in that each time entry contains a separate time allotment, a description of the type of activity and the subject matter of the activity, all time is billed in increments of one-tenth (1/10) of an hour, time entries are presented chronologically in

categories, and all meetings or hearings are individually identified.

6. The timekeepers who rendered services related to each category are identified in Exhibit A, along with the number of hours for each individual and the total compensation sought by each category. All services for which S&C requests compensation were performed for, or on behalf of, the Debtors.

**b. Expense Reimbursement**

7. S&C incurred out-of-pocket expenses during the Fee Period in the amount of \$134,311.31. Attached hereto as Exhibit B is a description of the expenses actually incurred by S&C in the performance of services rendered as counsel to the Debtors. The expenses are broken down into categories of charges, which may include, among other things, the following charges: printing, messenger service, filing fees, working meals, overtime or weekend travel, travel and other expenses.

8. In December 2022, S&C used TSG Reporting, Inc. for translation services and Millnet Document Services to print large complex demonstratives. S&C seeks reimbursement only for the actual expenses charged by such third-party service providers.

9. In accordance with section 330 of the Bankruptcy Code, S&C seeks reimbursement only for the actual cost of such expenses to S&C. S&C submits that all such expenses incurred were customary, necessary and related to the Chapter 11 Cases and, by this Monthly Fee Statement, requests reimbursement of the same.

**Valuation of Services**

10. Professionals of S&C have expended a total of 12,667 hours in connection with this matter during the Fee Period.

11. The amount of time spent by each of the professionals providing services

to the Debtors for the Fee Period is set forth in Exhibit A. The rates are S&C's normal hourly rates of compensation for work of this character in connection with chapter 11 proceedings. The rates for the more senior timekeepers in each class represent a discount from the rates currently used by S&C when preparing estimates of fees under its normal billing procedures for non-bankruptcy engagements. The reasonable value of the services rendered by S&C for the Fee Period as counsel for the Debtors in the Chapter 11 Cases is \$15,407,509.50.

12. S&C believes that the time entries included in Exhibit A attached hereto and the expense breakdown set forth in Exhibit B attached hereto are in compliance with the requirements of Local Rule 2016-2.

13. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given the complexities of these Chapter 11 Cases, the time expended, the nature and extent of the services rendered, the value of such services, and the costs of comparable services other than in a case under this title.

**Certificate of Compliance and Waiver**

14. The undersigned representative of S&C certifies that he has reviewed the requirements of Local Rules 2016-2 and that the Monthly Fee Statement substantially complies with such rule. To the extent that the Monthly Fee Statement does not comply in all respects with the requirements of Local Rule 2016-2, S&C believes that such deviations are not material and respectfully requests that any such requirements be waived.

**Notice and No Prior Request**

15. Notice of this Monthly Fee Statement has been given to the following parties or, in lieu of, to their counsel, if known: (a) the U.S. Trustee; (b) the Official Committee of Unsecured Creditors and (c) all parties required to be given notice in the Interim

Compensation Order. S&C submits that no other or further notice is necessary.

16. No prior request for the relief sought in this Monthly Fee Statement has been made to this or any other Court.

WHEREFORE, S&C respectfully requests that the Bankruptcy Court

(i) approve the Monthly Fee Statement and (ii) grant such further relief as is just and proper.

Dated: February 14, 2023  
New York, NY

/s/ Andrew G. Dietderich

Andrew G. Dietderich

James L. Bromley

Brian D. Glueckstein

Alexa J. Kranzley

SULLIVAN & CROMWELL LLP

125 Broad Street

New York, New York 10004

Telephone: (212) 558-4000

Facsimile: (212) 558-3588

Email: dietdericha@sullcrom.com

bromleyj@sullcrom.com

gluecksteinb@sullcrom.com

kranzleya@sullcrom.com

*Counsel to the Debtors and Debtors-in-Possession*